

SAN FRANCISCO
LOS ANGELES
OAKLAND
ORANGE COUNTY

THELEN, MARRIN, JOHNSON & BRIDGES

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NEW YORK, NEW YORK 10017-5001
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WASHINGTON, D.C.
HONG KONG
SAN JOSE
HOUSTON

0-348A047

December 14, 1990

17126

DEC 14 1990 -1 40 PM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordation Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

17126

DEC 14 1990 -1 40 PM

INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are an original and one certified true copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The first document, Memorandum of Equipment Lease Agreement, dated as of December 14, 1990, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank - Lessor
777 Main Street
Hartford, CT 06115

Occidental Chemical Corporation - Lessee
Occidental Tower
5005 LBJ Freeway
Dallas, TX 75244

The second document, Memorandum of Trust Indenture and Security Agreement, dated as of December 14, 1990, is a primary document. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank
777 Main Street
Hartford, CT 06115

Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza
Baltimore, MD 21203

DEC 14 1 32 PM '90
MOTOR OPERATING UNIT

New No.

- A

THELEN, MARRIN, JOHNSON & BRIDGES

Ms. Mildred Lee
December 14, 1990
Page 2

A description of the equipment covered by each of these documents follows: HDPE/PVC Hopper Cars, Salt Cake Hopper Cars and Ethelyne Glycol Tank Cars. The identifying marks for this equipment are provided in Appendix A attached hereto.

A filing fee of \$30.00 is enclosed. Please return to the undersigned the original and any extra copies not needed by the Commission for recordation.

A short summary of the document, to appear in the index follows:

Memorandum of Equipment Lease Agreement, dated as of December 14, 1990, among The Connecticut National Bank, not in its individual capacity but solely as trustee, as Owner Trustee, and Occidental Chemical Corporation, as Lessee.

Memorandum of Trust Indenture and Security Agreement, dated as of December 14, 1990, among The Connecticut National Bank, not in its individual capacity but solely as trustee, as Owner Trustee and Mercantile-Safe Deposit and Trust Company, as Indenture Trustee.

Very truly yours,

THELEN, MARRIN, JOHNSON & BRIDGES



Mark S. Peters

Enc.

OCCIDENTAL CHEMICAL CORPORATION
(19) HDPE Hopper Cars
ACF Industries, Inc.

CAR NUMBER

ALAX 62012

ALAX 62013

ALAX 62015

ALAX 62016

ALAX 62018

ALAX 62019

ALAX 62037

ALAX 62045

ALAX 62050

ALAX 62053

ALAX 62056

ALAX 62057

ALAX 62058

ALAX 62061

ALAX 62066

ALAX 62069

ALAX 62070

ALAX 62081

ALAX 62083

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70701
OCPX 70702
OCPX 70703
OCPX 70704
OCPX 70705
OCPX 70706
OCPX 70707
OCPX 70708
OCPX 70709
OCPX 70710
OCPX 70711
OCPX 70712
OCPX 70713
OCPX 70714
OCPX 70715
OCPX 70716
OCPX 70717
OCPX 70718
OCPX 70719
OCPX 70720
OCPX 70721
OCPX 70722
OCPX 70723
OCPX 70724
OCPX 70725
OCPX 70726
OCPX 70727
OCPX 70728
OCPX 70729
OCPX 70730
OCPX 70731
OCPX 70732

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70733
OCPX 70734
OCPX 70735
OCPX 70736
OCPX 70737
OCPX 70738
OCPX 70739
OCPX 70740
OCPX 70741
OCPX 70742
OCPX 70743
OCPX 70744
OCPX 70745
OCPX 70746
OCPX 70747
OCPX 70748
OCPX 70749
OCPX 70750
OCPX 70751
OCPX 70752
OCPX 70753
OCPX 70754
OCPX 70755
OCPX 70756
OCPX 70757
OCPX 70758
OCPX 70759
OCPX 70760
OCPX 70761
OCPX 70762
OCPX 70763
OCPX 70764

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70765
OCPX 70766
OCPX 70767
OCPX 70768
OCPX 70769
OCPX 70770
OCPX 70771
OCPX 70772
OCPX 70773
OCPX 70774
OCPX 70775
OCPX 70776
OCPX 70777
OCPX 70778
OCPX 70779
OCPX 70780
OCPX 70781
OCPX 70782
OCPX 70783
OCPX 70784
OCPX 70785
OCPX 70786
OCPX 70787
OCPX 70788
OCPX 70789
OCPX 70790
OCPX 70791
OCPX 70792
OCPX 70793
OCPX 70794
OCPX 70795
OCPX 70796

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70797
OCPX 70798
OCPX 70799
OCPX 70800
OCPX 70801
OCPX 70802
OCPX 70803
OCPX 70804
OCPX 70805
OCPX 70806
OCPX 70807
OCPX 70808
OCPX 70809
OCPX 70810
OCPX 70811
OCPX 70812
OCPX 70813
OCPX 70814
OCPX 70815
OCPX 70816
OCPX 70817
OCPX 70818
OCPX 70819
OCPX 70820
OCPX 70821
OCPX 70822
OCPX 70823
OCPX 70824
OCPX 70825
OCPX 70826
OCPX 70827
OCPX 70828

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70829

OCPX 70830

OCPX 70831

OCPX 70832

OCPX 70833

OCPX 70834

UNION/THRALL
150 NEW HOPPER CARS
ALAX 61401 - ALAX 61550

CAR
NUMBER

ALAX61401
ALAX61402
ALAX61403
ALAX61404
ALAX61405
ALAX61406
ALAX61407
ALAX61408
ALAX61409
ALAX61410
ALAX61411
ALAX61412
ALAX61413
ALAX61414
ALAX61415
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ALAX61446
ALAX61447
ALAX61448
ALAX61449
ALAX61450

UNION/THRALL
150 NEW HOPPER CARS
ALAX 61401 - ALAX 61550

Page 2

CAR
NUMBER

ALAX61451
ALAX61452
ALAX61453
ALAX61454
ALAX61455
ALAX61456
ALAX61457
ALAX61458
ALAX61459
ALAX61460
ALAX61461
ALAX61462
ALAX61463
ALAX61464
ALAX61465
ALAX61466
ALAX61467
ALAX61468
ALAX61469
ALAX61470
ALAX61471
ALAX61472
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ALAX61491
ALAX61492
ALAX61493
ALAX61494
ALAX61495
ALAX61496
ALAX61497
ALAX61498
ALAX61499
ALAX61500

UNION/THRALL
150 NEW HOPPER CARS
ALAX 61401 - ALAX 61550

Page 3

CAR
NUMBER

ALAX61501
ALAX61502
ALAX61503
ALAX61504
ALAX61505
ALAX61506
ALAX61507
ALAX61508
ALAX61509
ALAX61510
ALAX61511
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ALAX61543
ALAX61544
ALAX61545
ALAX61546
ALAX61547
ALAX61548
ALAX61549
ALAX61550

GRAND TOTAL

25 NEW INSULATED TANK CARS
BUILT BY ACF INDUSTRIES
OPIX 11001 - 11025

CAR
NUMBER

OPIX11001
OPIX11002
OPIX11003
OPIX11004
OPIX11005
OPIX11006
OPIX11007
OPIX11008
OPIX11009
OPIX11010
OPIX11011
OPIX11012
OPIX11013
OPIX11014
OPIX11015
OPIX11016
OPIX11017
OPIX11018
OPIX11019
OPIX11020
OPIX11021
OPIX11022
OPIX11023
OPIX11024
OPIX11025

TOTAL

OXY PETROCHEMICALS, INC.
(15) Ethylene Glycol Tank Cars
Union Tank Car Company

CAR NUMBER

OPIX 21001
OPIX 21002
OPIX 21003
OPIX 21004
OPIX 21005
OPIX 21006
OPIX 21007
OPIX 21008
OPIX 21009
OPIX 21010
OPIX 21011
OPIX 21012
OPIX 21013
OPIX 21014
OPIX 21015

Interstate Commerce Commission
Washington, D.C. 20423

12/14/90

OFFICE OF THE SECRETARY

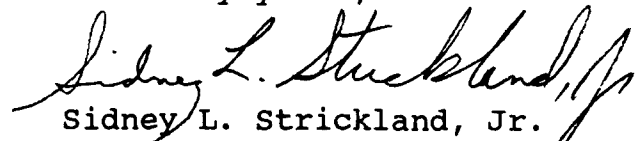
Mark S. Peters

Thelen Marrin Johson, & Bridges
330 Madison Avenue
New York, N.Y. 10017-5001

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/14/90 at 1:40pm, and assigned recordation number(s). 17126 & 17126-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17126

REGISTRATION NO. _____ FILED 1990

DEC 14 1990 -1 40 PM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT is made and entered into as of the 14 day of December, 1990 by and between The Connecticut National Bank, not in its individual capacity, but solely as Owner Trustee ("Lessor"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115, and Occidental Chemical Corporation ("Lessee"), having its principal offices at Occidental Tower, 5005 LBJ Freeway, Dallas, Texas 75244:


WITNESSETH:

Pursuant to an Equipment Lease Agreement dated as of December __, 1990, Lessor has leased to Lessee all equipment described in Appendix A hereto and Lessee has granted a security interest in all subleases of all such equipment.

This Memorandum of Equipment Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as Owner Trustee,
as Lessor

By: 
Name: Robert L. Reynolds
Title: Corporate Trust Officer

OCCIDENTAL CHEMICAL CORPORATION,
as Lessee

By: _____
Name: _____
Title: _____

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT is made and entered into as of the ____ day of December, 1990 by and between The Connecticut National Bank, not in its individual capacity, but solely as Owner Trustee ("Lessor"), having its principal offices at 777 Main Street, MSN 238, Hartford, Connecticut 06115, and Occidental Chemical Corporation ("Lessee"), having its principal offices at Occidental Tower, 5005 LBJ Freeway, Dallas, Texas 75244:

WITNESSETH:

Pursuant to an Equipment Lease Agreement dated as of December __, 1990, Lessor has leased to Lessee all equipment described in Appendix A hereto and Lessee has granted a security interest in all subleases of all such equipment.


This Memorandum of Equipment Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of the day and year first above written.

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as Owner Trustee,
as Lessor

By: _____
Name: _____
Title: _____

OCCIDENTAL CHEMICAL CORPORATION,
as Lessee

By:  _____
Name: R. B. Casriel
Title: Vice President and Treasurer

State of Connecticut)
County of Hartford) ss.

BEFORE ME, the undersigned notary, on this day personally appeared Robert L. Reynolds, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a Corporate Trust Officer of The Connecticut National Bank ("Lessor"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day of December, 1990.

Michelle K Blezard
NOTARY PUBLIC

My Commission Expires:

MICHELLE K. BLEZARD
NOTARY PUBLIC
My Commission Expires March 31, 1994

Date

State of California)
County of Los Angeles) ss.

BEFORE ME, the undersigned notary, on this day personally appeared, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is the of Occidental Chemical Corporation, a New York corporation ("Lessee"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessee by authority of the Board of Directors of Lessee and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this day of December, 1990.

NOTARY PUBLIC

My Commission Expires:

Date

State of Connecticut)

BB.

County of Hartford)

BEFORE ME, the undersigned notary, on this day personally appeared _____, to me personally known or so proven to be, who, being by me duly sworn, says that he/she is a _____ of The Connecticut National Bank ("Lessor"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessor by authority of the Board of Directors of Lessor and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessor.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this ____ day
of December, 1990.

NOTARY PUBLIC

My Commission Expires:

Date _____

State of California)

65.

County of Los Angeles)

BEFORE ME, the undersigned notary, on this day personally appeared R. B. Casriel, to me personally known or so proven to be, who, being by me duly sworn, says that he/~~she~~ is the Vice President & Treasurer of Occidental Chemical Corporation, a New York corporation ("Lessee"), that the above Memorandum of Equipment Lease Agreement was signed on behalf of the Lessee by authority of the Board of Directors of Lessee and he/she acknowledged that the execution of the foregoing Memorandum of Equipment Lease Agreement was the free act and deed of said Lessee.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11th day
of December, 1990.

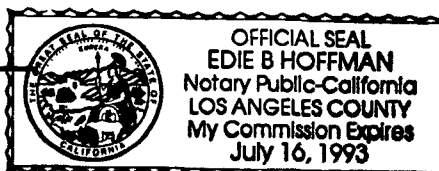
NOTARY PUBLIC

My Commission Expires:

July 16, 1993

Date _____

0915G



OCCIDENTAL CHEMICAL CORPORATION
(19) HDPE Hopper Cars
ACF Industries, Inc.

CAR NUMBER

ALAX 62012
ALAX 62013
ALAX 62015
ALAX 62016
ALAX 62018
ALAX 62019
ALAX 62037
ALAX 62045
ALAX 62050
ALAX 62053
ALAX 62056
ALAX 62057
ALAX 62058
ALAX 62061
ALAX 62066
ALAX 62069
ALAX 62070
ALAX 62081
ALAX 62083

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70701
OCPX 70702
OCPX 70703
OCPX 70704
OCPX 70705
OCPX 70706
OCPX 70707
OCPX 70708
OCPX 70709
OCPX 70710
OCPX 70711
OCPX 70712
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OCPX 70726
OCPX 70727
OCPX 70728
OCPX 70729
OCPX 70730
OCPX 70731
OCPX 70732

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70733

OCPX 70734

OCPX 70735

OCPX 70736

OCPX 70737

OCPX 70738

OCPX 70739

OCPX 70740

OCPX 70741

OCPX 70742

OCPX 70743

OCPX 70744

OCPX 70745

OCPX 70746

OCPX 70747

OCPX 70748

OCPX 70749

OCPX 70750

OCPX 70751

OCPX 70752

OCPX 70753

OCPX 70754

OCPX 70755

OCPX 70756

OCPX 70757

OCPX 70758

OCPX 70759

OCPX 70760

OCPX 70761

OCPX 70762

OCPX 70763

OCPX 70764

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70765

OCPX 70766

OCPX 70767

OCPX 70768

OCPX 70769

OCPX 70770

OCPX 70771

OCPX 70772

OCPX 70773

OCPX 70774

OCPX 70775

OCPX 70776

OCPX 70777

OCPX 70778

OCPX 70779

OCPX 70780

OCPX 70781

OCPX 70782

OCPX 70783

OCPX 70784

OCPX 70785

OCPX 70786

OCPX 70787

OCPX 70788

OCPX 70789

OCPX 70790

OCPX 70791

OCPX 70792

OCPX 70793

OCPX 70794

OCPX 70795

OCPX 70796

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70797
OCPX 70798
OCPX 70799
OCPX 70800
OCPX 70801
OCPX 70802
OCPX 70803
OCPX 70804
OCPX 70805
OCPX 70806
OCPX 70807
OCPX 70808
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OCPX 70826
OCPX 70827
OCPX 70828

OCCIDENTAL CHEMICAL CORPORATION
(134) PVC Hopper Cars
ACF Industries, Inc.

CAR NUMBER

OCPX 70829

OCPX 70830

OCPX 70831

OCPX 70832

OCPX 70833

OCPX 70834

150 NEW HOPPER CARS
ALAX 61401 - ALAX 61550

CAR
NUMBER

ALAX61401
ALAX61402
ALAX61403
ALAX61404
ALAX61405
ALAX61406
ALAX61407
ALAX61408
ALAX61409
ALAX61410
ALAX61411
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ALAX61449
ALAX61450

UNION/THRALL
150 NEWHOPPER CARS
ALAX 61401 - ALAX 61550

Page 2

CAR
NUMBER

ALAX61451
ALAX61452
ALAX61453
ALAX61454
ALAX61455
ALAX61456
ALAX61457
ALAX61458
ALAX61459
ALAX61460
ALAX61461
ALAX61462
ALAX61463
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ALAX61491
ALAX61492
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ALAX61494
ALAX61495
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ALAX61497
ALAX61498
ALAX61499
ALAX61500

CAR
NUMBER

ALAX61501
ALAX61502
ALAX61503
ALAX61504
ALAX61505
ALAX61506
ALAX61507
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ALAX61509
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ALAX61547
ALAX61548
ALAX61549
ALAX61550

GRAND TOTAL

25 NEW INSULATED TANK CARS
BUILT BY ACF INDUSTRIES
OPIX 11001 - 11025

CAR NUMBER
OPIX11001
OPIX11002
OPIX11003
OPIX11004
OPIX11005
OPIX11006
OPIX11007
OPIX11008
OPIX11009
OPIX11010
OPIX11011
OPIX11012
OPIX11013
OPIX11014
OPIX11015
OPIX11016
OPIX11017
OPIX11018
OPIX11019
OPIX11020
OPIX11021
OPIX11022
OPIX11023
OPIX11024
OPIX11025
TOTAL

OXY PETROCHEMICALS, INC.
(15) Ethylene Glycol Tank Cars
Union Tank Car Company

CAR NUMBER

OPIX 21001

OPIX 21002

OPIX 21003

OPIX 21004

OPIX 21005

OPIX 21006

OPIX 21007

OPIX 21008

OPIX 21009

OPIX 21010

OPIX 21011

OPIX 21012

OPIX 21013

OPIX 21014

OPIX 21015